

THE MOST **AMAZING** HEROES OF TWO WORLDS

**MARVEL**

**LIMITED  
SERIES**

1 OF 5

**BENDIS  
PICHELLI  
PONSOR**

# SPIDER-MEN™







While attending a demonstration in radiology, high school student Peter Parker was bitten by a spider which had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found that he gained the spider's powers and had, in effect, become a human spider! From that day and he was

# the AMAZING SPIDER-MAN



In a world where Peter Parker was shot and killed, grade schooler Miles Morales is bitten by a stolen, genetically altered Spider that grants him incredible arachnid-like powers.

He has chosen to dedicate his life to the legacy of Spider-Man. He is

# ULTIMATE SPIDER-MAN



Writer: Brian Michael Bendis

Artist: Sara Pichelli

Colorist: Justin Ponsor

Letterer: Cory Petit

Cover Artist: Jimmy Cheung

Variant Cover Artists: Sara Pichelli, Mark Bagley, Humberto Ramos, Justin Ponsor, Edgar Delgado



I LOVE  
THIS CITY.

LOVE IT!!

AND, REALLY, THE BEST PART ABOUT  
BEING SPIDER-MAN IS GETTING TO  
SWING AROUND UP HERE AND JUST...  
TAKE IT ALL IN.

THE BEST PART!

AND, YES, I AM  
INCLUDING THE  
PART WHERE MY  
LIFE SEEMS TO  
BE IN *CONSTANT*  
DANGER BY  
ELABORATELY  
THEMED COSTUMED  
CRAZIES.

AND THE PART WHERE,  
NO MATTER *WHAT* I DO,  
I'M HATED BY JUST ABOUT  
*EVERYBODY* THIS SIDE OF  
THE VERRAZANO BRIDGE.

AND, YES, THE PART WHERE  
FIGURING OUT HOW TO GET  
A GIRL TO TALK TO ME IS  
BECOMING MY OWN  
PERSONAL DA VINCI CODE.

I JUST LOVE  
THIS CITY.

SPACK

AGH!

THINK ABOUT IT--  
WHAT IS NEW YORK?

I TOLD  
YOU WE'D--  
WHERE'D  
YOU--?  
OH  
GOD.

IT'S EVERY LITTLE LIGHT  
IN EVERY LITTLE WINDOW IN  
EVERY AMAZING BUILDING.

EVERY LIGHT HAS  
A LIFE AND  
MAGIC BEHIND IT.

FUMP

OH  
GOD!

WEEEOOOOEEEEEOOOOEEEEEEOWWWWEEEEEWEEEOOOOEEEEEOOOOEEEEEEOWWWWEEEEE





AND I GET TO SWING  
AROUND TOWN AND  
HAVE THIS ALL TO MYSELF.

WELL ALMOST  
ALL TO MYSELF.

INDIANA  
JONES!

CLOCK



THERE'S OTHER  
HEROES FLYING  
AROUND.

HOW  
EXCITING  
FOR YOU!!

YOU'RE JUST  
DRIVING BY,  
MINDING YOUR  
OWN BUSINESS...

AND OH  
MY GOD,  
SPIDER-MAN  
JUST DROPPED  
IN!!

WOW!



THOR,  
IRON MAN...

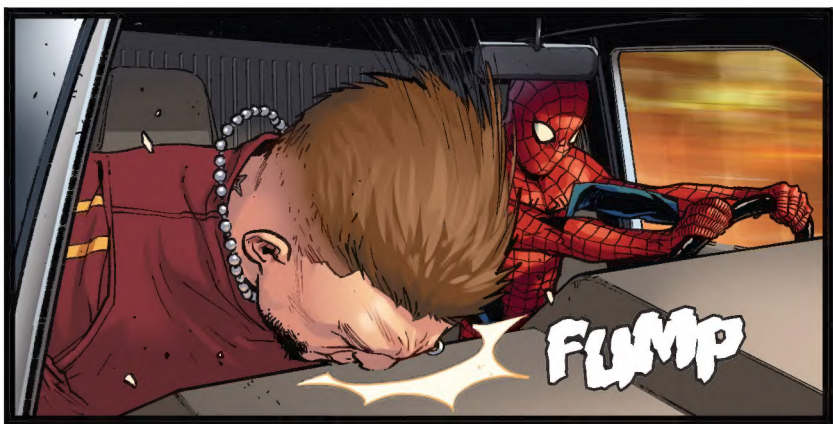
GUH  
GAH  
GUH!!



WELL  
SAID.

THE FANTASTIC  
FOUR, WHOEVER THE  
DEFENDERS ARE.

SCREEEEEE



FLUMP



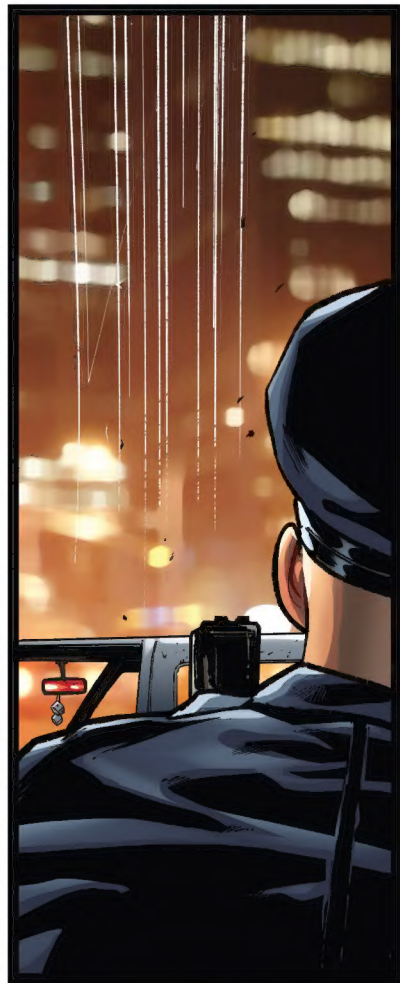
SERIOUSLY, IF THIS  
CITY WAS A GIRL I  
WOULD DATE HER.

BUT IF THE CITY  
WAS A GIRL  
SHE WOULD--

OUT  
OF THE  
TRUCK!!

YEAH,  
THIS.





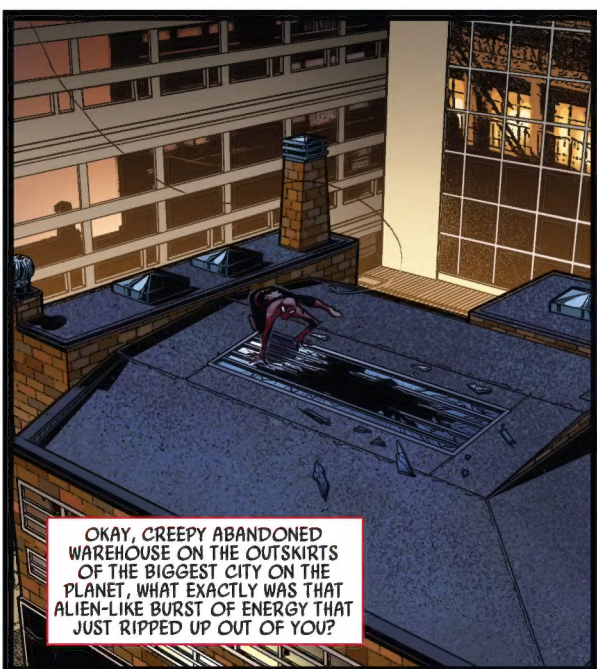




OKAY, THAT  
WAS WEIRD.



YES, SO BY ALL  
MEANS LET'S  
SWING **TOWARDS**  
THE WEIRD.



OKAY, CREEPY ABANDONED  
WAREHOUSE ON THE OUTSKIRTS  
OF THE BIGGEST CITY ON THE  
PLANET, WHAT EXACTLY WAS THAT  
ALIEN-LIKE BURST OF ENERGY THAT  
JUST RIPPED UP OUT OF YOU?



HUH.



UH,  
HELLO?





HMMM.

AWFULLY  
QUIET.

DON'T WANT TO  
JUST JUMP IN  
THERE WHEN I  
HAVE NO IDEA  
WHAT'S INSIDE.

WOW...TALK  
ABOUT  
PERSONAL  
GROWTH.

IT ONLY TOOK ME  
3535 TIMES TO FIGURE  
OUT NOT TO BURST  
INTO A PLACE LIKE  
THIS WHEN I HAVE NO  
IDEA WHAT'S INSIDE.




BLACKED-OUT  
WINDOWS.

SPACE ALIENS  
ABOUT TO GET THEIR  
DESTRUCTION ON?

CLONE FACTORY?

DOCTOR DOOM  
HONEYMOON?



OH WELL,  
HERE WE GO...

BUT IF *THIS* IS  
A SURPRISE  
PARTY FOR ME...

I TOLD THOSE  
SILLY AVENGERS, I  
HATE SURPRISES.



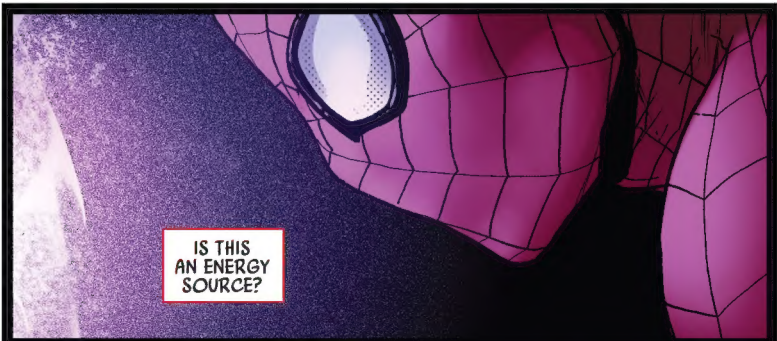
UM...



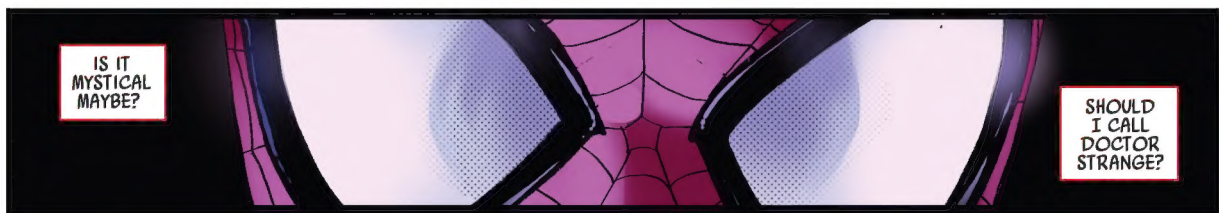


WHAT IS THIS?

NOT ALIEN TECH.  
STARK PARTS.



IS THIS AN ENERGY SOURCE?



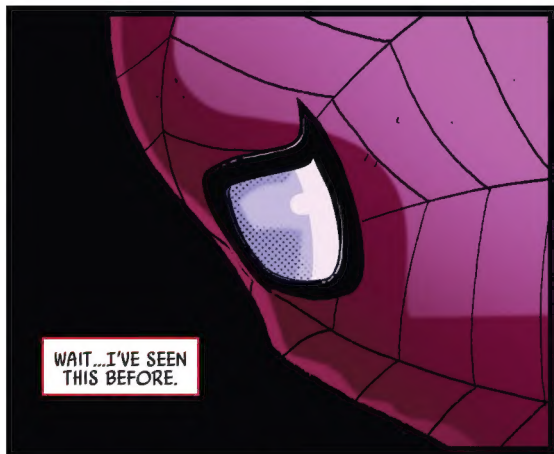
IS IT MYSTICAL MAYBE?

SHOULD I CALL DOCTOR STRANGE?



BUT IT IS TECH-BASED.



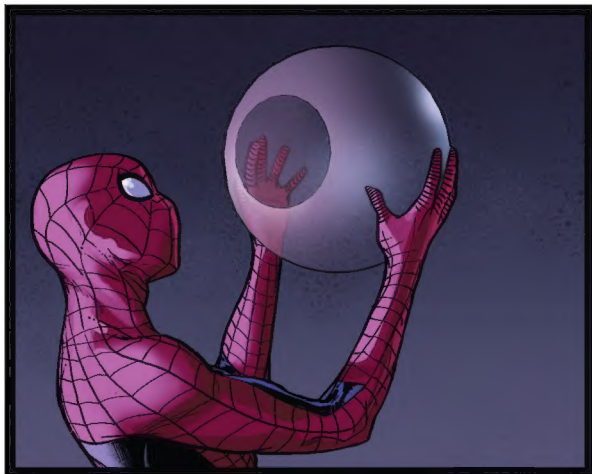


WAIT...I'VE SEEN THIS BEFORE.



WELL MAYBE MISTER WHOEVER YOU ARE LEFT HIS-- ENCRYPTED.

DAMN.

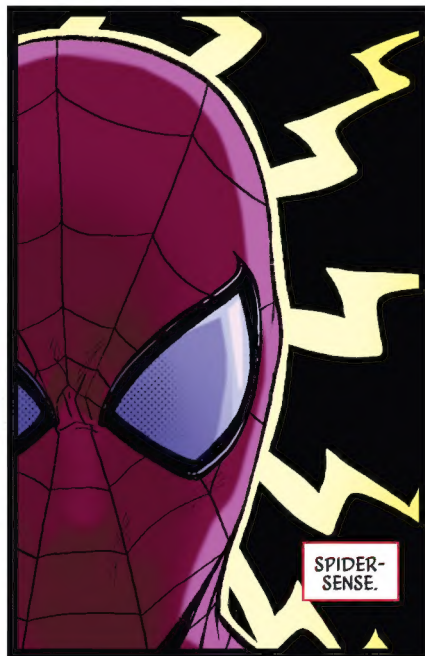


OH, NO.

NO, NO, NO.

NOT HIM.

I HATE THIS GUY.



SPIDER-SENSE.



UGH, IT IS MYSTERIO.

MASTER OF BEING A PAIN IN MY TUCHAS.

USED TO BE A MOVIE SPECIAL EFFECTS THAT BREATHED IN *TOO* MANY FUMES BECAUSE NOW HE'S A *FULL-ON SUPER-BADDIE*.



MYSTERIO, WHAT ARE YOU DOING???

CRASHH!

YOU KNOW HOW THIS WORKS: I GET TO BREAK YOUR FISHBOWL HELMET AT THE END OF THE FIGHT.

I MEAN, REALLY DUDE!!

NOT COOL!

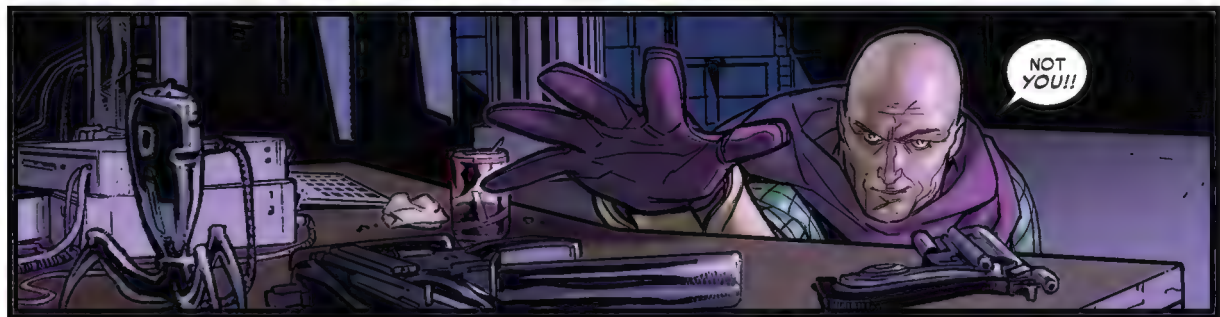
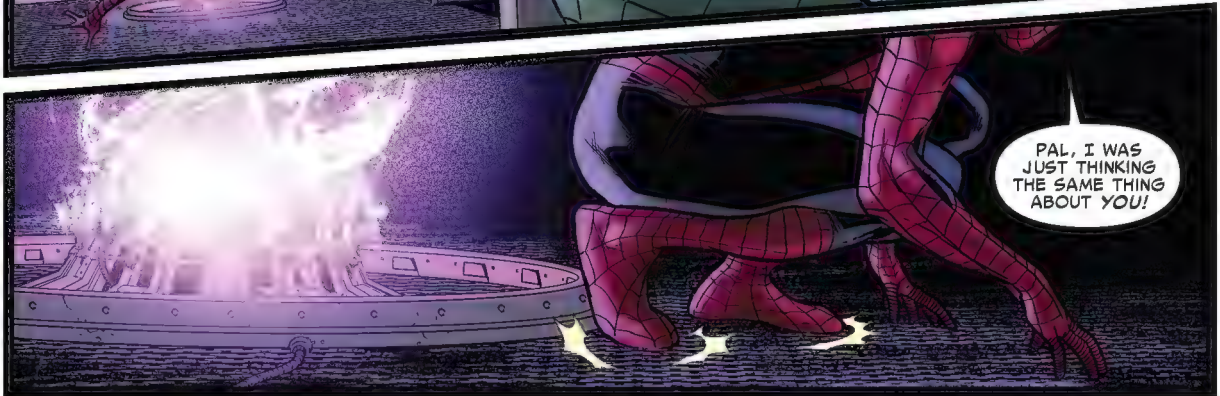
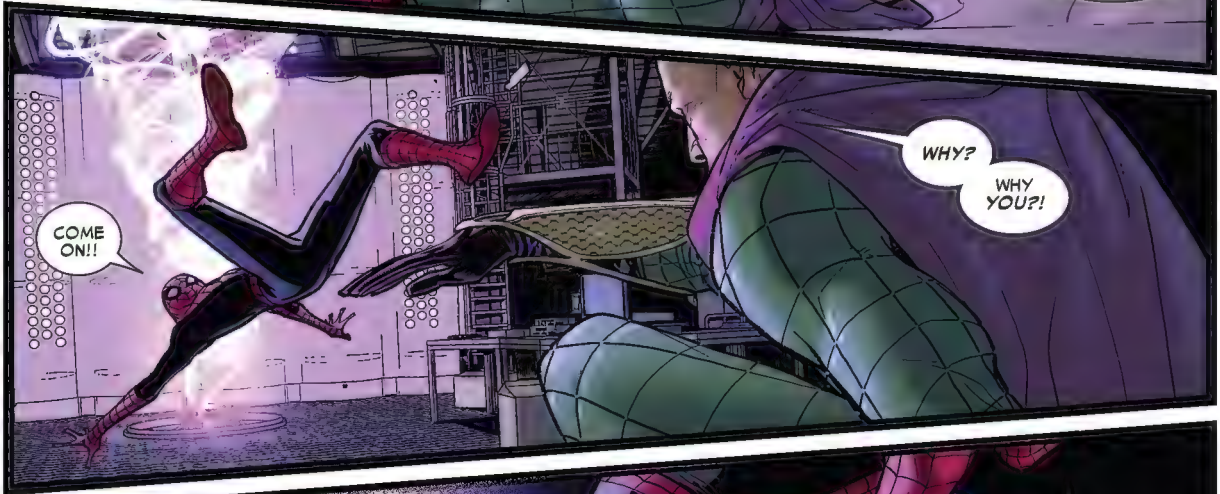


BETTER WRAP THIS UP FAST. HE'S A LEGITIMATE CONCERN.

LEGITIMATELY.







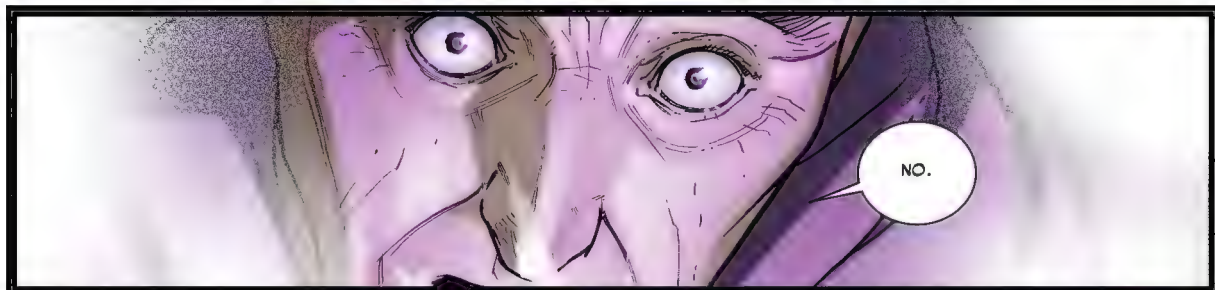




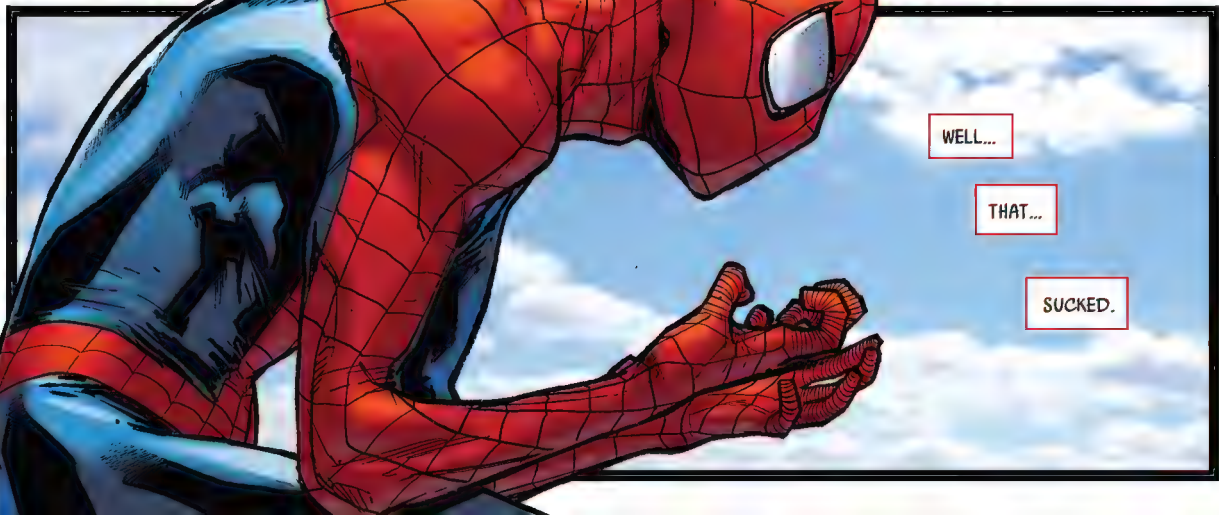
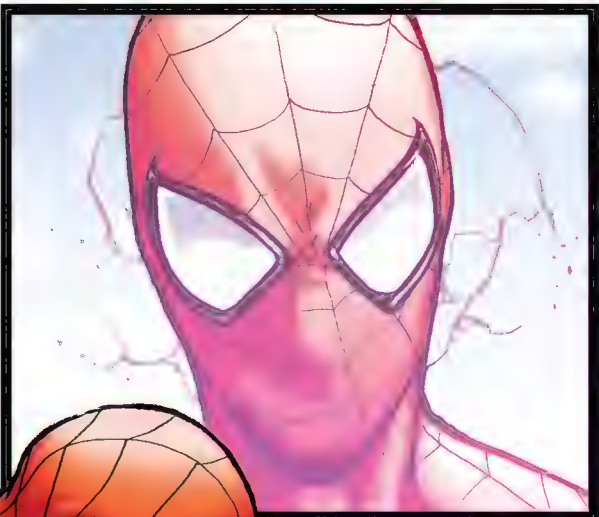
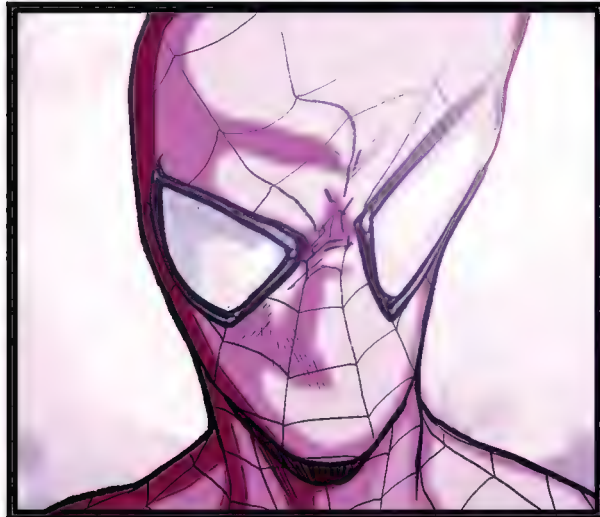












WELL...

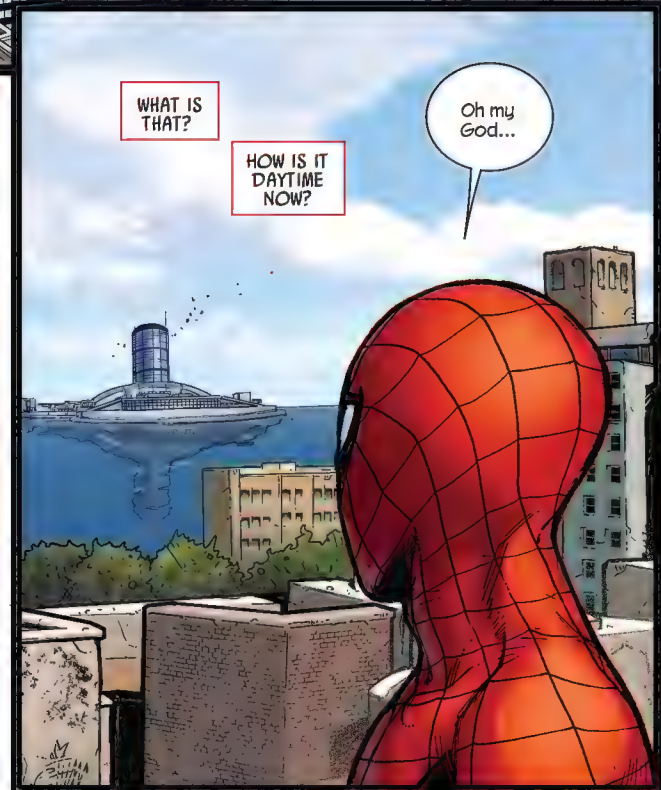
THAT...

SUCKED.





UM...



WHAT IS THAT?

HOW IS IT DAYTIME NOW?

Oh my God...

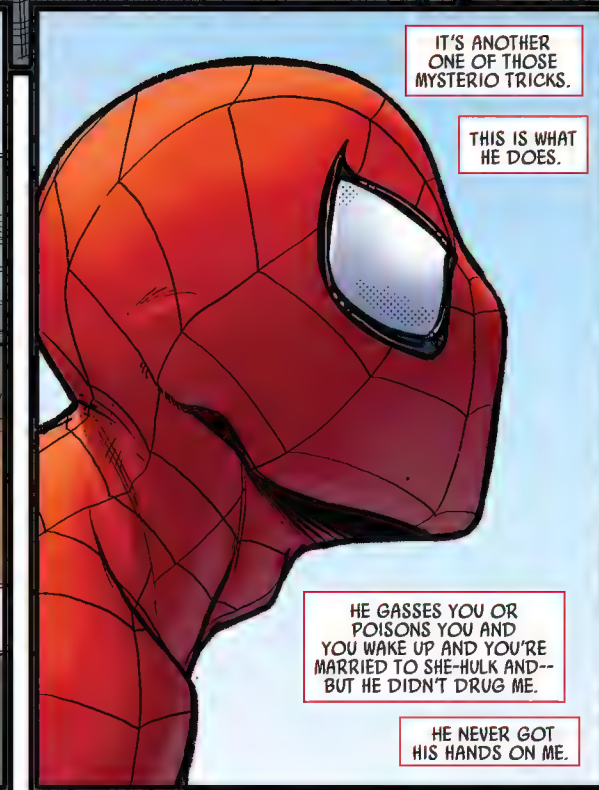


UM, WHAT EXACTLY JUST HAPPENED??

IT WAS NIGHT, NOW IT'S DAY.

EVERYTHING'S THE SAME EXCEPT NO, IT'S NOT.

UGH, I HAVE THE SHAKES.



IT'S ANOTHER ONE OF THOSE MYSTERIO TRICKS.

THIS IS WHAT HE DOES.

HE GASSES YOU OR POISONS YOU AND YOU WAKE UP AND YOU'RE MARRIED TO SHE-HULK AND-- BUT HE DIDN'T DRUG ME.

HE NEVER GOT HIS HANDS ON ME.



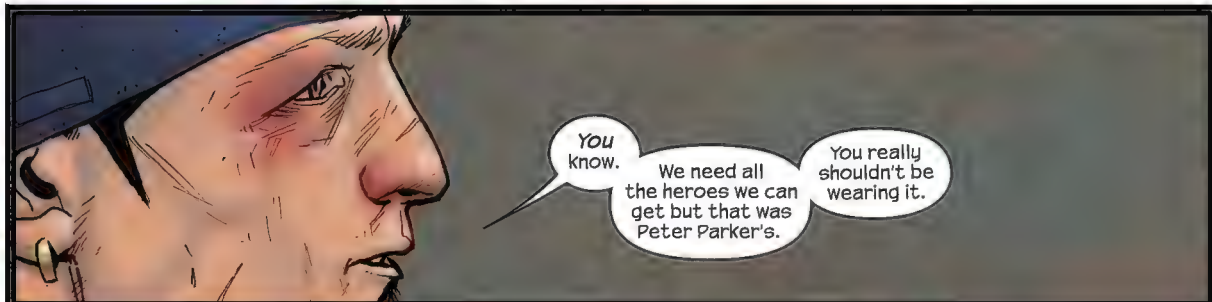
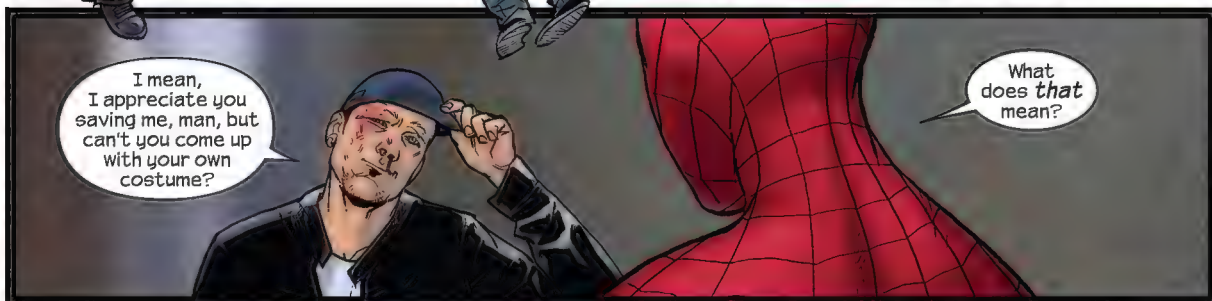
IT WAS THAT THING.

THAT WHATEVER IT WAS.

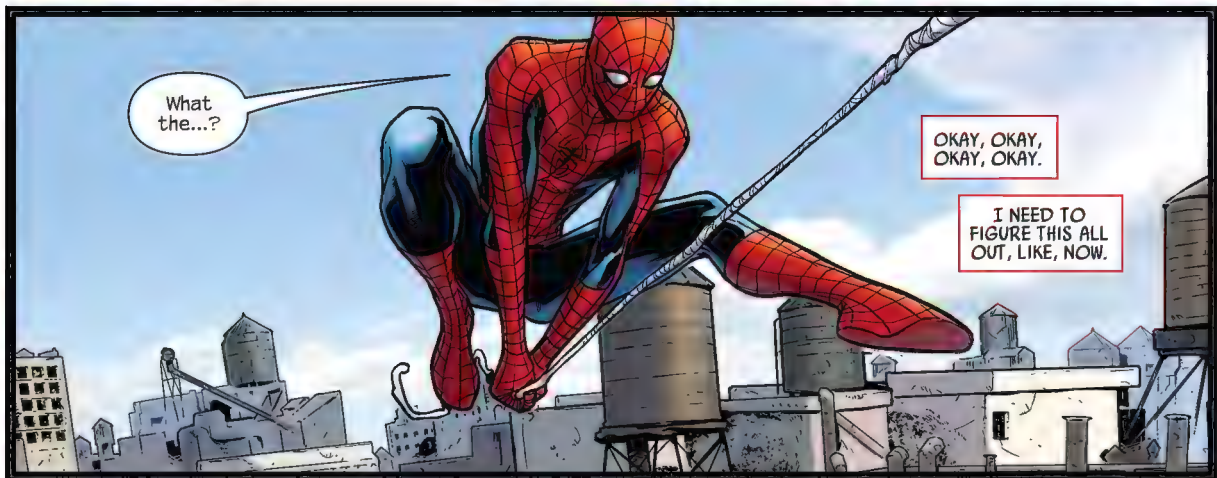
















No way.

To Be Continued...



# WHEN WEBS COLLIDE!

Greetings, Spider-Man fans from everywhere and everywhen! Welcome to the first issue of THE BIGGEST, MOST IMPORTANT SPIDER-MAN TEAM-UP EVER!!! Yeah, that's a pretty bold statement but it's hardly an exaggeration. In an effort to do what comics do best and offer mind-blowing, cool and insanely entertaining stories, we decided to pull out all the stops and do the unthinkable: a crossover between two of the most famous web-heads in history!

That's right! You're here for the very first meeting between the original (and much-beloved) Peter Parker and this century's newest super hero sensation, Miles Morales—the first time the barrier has been broken between Marvel and the Ultimate Line! While many have speculated and often dreamed of this moment, it took the 50th anniversary of Marvel's flagship hero and the right story to make it happen (you don't just knock down the walls between realities for nothin'!)

If you're new to comics and only know Spider-Man from movies and animation, we welcome you to this incredible tale of twists, turns, heroes and villains and parallel worlds. If you're already a comic reader, kick back and enjoy what you know is going to be one heck of a ride. And if you're hungry for more amazing and epic yarns of web-spinning adventurers, check out the great collections we've spotlighted below!

**Mark Paniccia**  
Senior Editor  
Marvel Comics



In 2000, Marvel launched the Ultimate Universe, reinventing Spider-Man for a new millennium. Now, the first three years of Brian Michael Bendis and Mark Bagley's fan-favorite, award-winning take on the web-slinger are collected in one oversized volume! Relive Peter Parker's early days as Spider-Man, learning to fight crime by trial and error as he struggles to balance his new life with the demands of high school: puberty, homework and dating! Even with the help of his best friend and confidante, Mary Jane Watson, Peter has a heavy load to bear. But the neophyte Spider-Man is making enemies left and right—including the Green Goblin, the Kingpin of Crime,

Dr. Octopus, Kraven the Hunter and the maniacal Venom— and unless he can rise to the occasion, he may not survive until prom! Collecting ULTIMATE SPIDER-MAN (2000) #1-39 and #1/2.

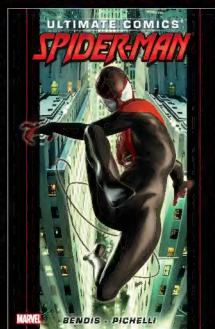
**ULTIMATE SPIDER-MAN OMNIBUS VOL. 1 HC**  
Written by **BRIAN MICHAEL BENDIS**  
Penciled by **MARK BAGLEY**



Peter Parker has finally hit the Big Time! He's a full-fledged Avenger, he just landed a high-paying science job, and he has an amazing new girlfriend. But big-time living means big-time pressure! When the Hobgoblin returns, Spidey will need a slick new edge to defeat him. And when the Scorpion targets J. Jonah Jameson and his loved ones, Spider-Man must grapple with matters of life and death in a moving and compelling tale. Then, Spidey is asked to join the FF, adding even greater responsibilities to his already overfull plate. Will all his new commitments prove too much to handle? Plus: A new and strangely familiar Venom makes his debut! Collecting Amazing Spider-Man #648-662 and #654.

**SPIDER-MAN BIG TIME ULTIMATE COLLECTION TPB**  
Written by **DAN SLOTT, FRED VAN LENTE & CHRISTOS GAGE**  
Penciled by **HUMBERTO RAMOS, STEFANO CASELLI, MARCOS MARTIN, NUNO PLATI, TY TEMPLETON, JAVIER PULIDO, MIKE MCKONE & REILLY BROWN**

A new era of Ultimate Spider-Man starts here, in the event that grabbed worldwide headlines! Before the original Spider-Man died, young Miles Morales was poised to start the next chapter in his life in a new school. Then, the bite of a stolen, genetically altered spider granted the grade-schooler incredible arachnid-like powers. Now, Miles has been thrust into a world he doesn't understand, with gut instinct and a little thing called responsibility as his only guides. Can he live up to Peter Parker's legacy? Collecting Ultimate Comics Spider-Man #1-5



**ULTIMATE COMICS SPIDER-MAN BY BRIAN MICHAEL BENDIS VOL. 1 TPB**  
Written by **BRIAN MICHAEL BENDIS**  
Penciled by **SARA PICHELLI, SALVADOR LARROCA & CLAYTON CRAIN**  
Penciled by **MARK BAGLEY**

Back in the team-up biz! He's been Amazing, he's been Spectacular, he's been Sensational. Now, Spider-Man is doing a little Avenging, and he's brought a few of his pals along for the ride. Ever the social animal, the wall-crawler has a proud tradition of fighting side-by-side with heroes from across the Marvel Universe. And now that he's a card-carrying member of both the Avengers and the Fantastic Four, he can't go far without swinging into a teammate or two. Step forward the rascally Red Hulk, the hotheaded Hawkeye and the legendary Captain America as Spidey bonds with Earth's Mightiest Heroes! Collecting Avenging Spider-Man #1-5



**AVENGING SPIDER-MAN: MY FRIENDS CAN BEAT UP YOUR FRIENDS PREMIERE HC**  
Written by **ZEB WELLS**  
Penciled by **JOE MADUREIRA, GREG LAND & LEINIL FRANCIS YU**



MARK PANICCIA – EDITOR  
SANA AMANAT – ASSOCIATE EDITOR  
JON MOISAN – ASSISTANT EDITOR

# WEB-MAIL

DAN BUCKLEY – PUBLISHER  
JOE QUESADA – CHIEF CREATIVE OFFICER  
AXEL ALONSO – EDITOR IN CHIEF  
ALAN FINE – EXECUTIVE PRODUCER

Both AMAZING SPIDER-MAN and ULTIMATE COMICS SPIDER-MAN get tons of mail every issue. To kickstart the letters page for this event, we've selected some special communiques from faithful fans (edited for space).

Dear Marvel Comics,

I just wanted to let you know that I am really starting to dig this new Spider-Man. Being a fan of the original Ultimate Spider-Man, I, like other fans, was a bit skeptical about Miles Morales. But now I am completely in love with this new teen super hero, and I'm also pleased that other Web Heads are starting to like him as well.

Miles Morales has the potential to become one of the best incarnations of Spider-Man in the history of comic books. I cannot wait to read the next issue and see his legacy continue. However, I have two questions I really want to ask:

1. Will Miles meet characters from Peter's life?
2. Will Miles be appearing in the new Spider-Men series coming out in June of 2012?

I would really appreciate answers to those two questions. Anyway, keep up the good work.

Sincerely, Reginald Barnes

**Reginald, very glad that you along with many Web Heads have explored and enjoyed Marvels' Ultimate Spider-Man. And just so you know, it was really hard not to e-mail you back with the answers when I first received your letter. I wanted to tell you, honest! But I was sworn to**

**secrecy! Well, by now you know the answer to your second question. As for the first, these characters are definitely on a collision course so put your emotional seat belt on!**

Dear Ultimates,

Just read about the new Spider-Men series. IT ROCKS! I can't wait to see what Peter will be able to teach Miles. This is going to be a landmark in Marvel history, and I refuse to miss it. Out of curiosity, where will Spider-Men be when Miles receives his web shooters?

Excelsior!

Web Head Will Riddle, Age 12

**I hope we didn't disappoint with this first issue, Will. Peter will indeed be imparting wisdom to Miles, as well as learning a few life lessons himself. Regarding Peter Parker's famous web-spouting contraptions, you'll have to wait and see if Miles gets them here or in his own book.**

Dear Marvel,

I have to commend you with how you are pushing the evolution of comics with the killing of young "Ultimate" Peter Parker. No one wanted this to happen, but it did, and you guys hit one out of the park. I am really digging the Ultimate line way more than anything Marvel has published in the past and I only hope that you guys might invest some time into the idea of doing some sort of great event where we can bring about some sort of event that allows for an Ultimates crossover to the regular Marvel line and reboot the entire Marvel Matrix.

~ Ranma 15 g.

From heartbreaking events like "The Death of Spider-Man" to this shocking mash-up of universes, Marvel definitely knows how to push the envelope, Ranma 15 g. Just wait till you see what we have planned for both the Ultimate Line and our core titles. You got my word it's gonna shake you up.

Dear Ultimate Office,

My father got me into comics and cartoons. Spider-Man is one of our favorite characters. We read a lot of the 616 run and still do. I feel like we are in the minority that actually didn't read much of the Ultimate run. That is until I heard about Miles and I jumped on this series and it has become my favorite comic and I can't wait to see the next issue. I enjoy the difference in Miles' and Peter's powers. I think it's great that he doesn't have webbing. Keep up the great writing and art!

Sincerely,

Bryan Cook

**Love to hear a great father and son story like this, Bryan! We're lucky to have the same awesome creative team of Brian Bendis, Sara Pichelli and Justin Ponsor on this spectacular series. Thanks for the compliments and we'll definitely see you next issue!**

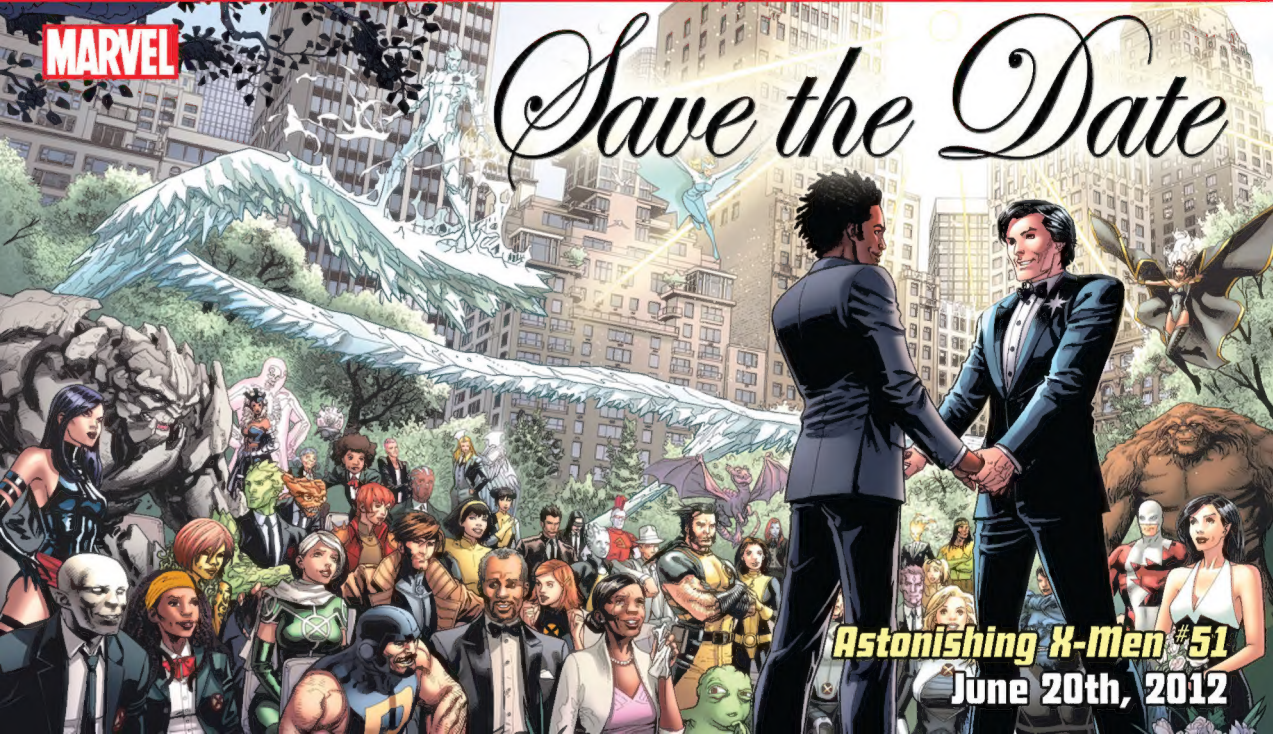
**On that note, true, blue and red believers, we must sign off. Keep those e-mails coming and let us know what you thought of SPIDER-MEN #1.**

Mark Paniccia  
Senior Editor  
Marvel Comics





# NEXT ISSUE



## *Save the Date*

**MARVEL**

**Astonishing X-Men #51**  
June 20th, 2012